



# PUBLIC NOTICE

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Released: January 27, 2006

## DOMESTIC SECTION 214 APPLICATION FILED FOR TRANSFER OF CONTROL OF CON EDISON COMMUNICATIONS, LLC TO RCN CORPORATION

### STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 06-21

**Comments Due: February 10, 2006**

**Reply Comments Due: February 17, 2006**

On January 18, 2006, Con Edison Communications, LLC ("CEC") and RCN Corporation ("RCN") (together "Applicants") filed an application pursuant to sections 63.03 and 63.04 of the Commission's rules<sup>1</sup> seeking authority to transfer control of CEC's domestic and international 214 authorizations from CEC to RCN.<sup>2</sup>

Applicants assert that this transaction is entitled to presumptive streamlined treatment under section 63.03(b)(2)(i) of the Commission's rules because: (a) upon completion of the proposed transaction, RCN will continue to have a less than ten percent market share in the interstate, interexchange market; (b) neither RCN, CEC, nor any of their affiliates are dominant with respect to any service; and (c) Applicants and their affiliates will provide local exchange service only in areas served by dominant local exchange carriers.<sup>3</sup>

CEC is a New York limited liability company that builds and operates fiber optic networks to provide facilities-based, interstate domestic telecommunications services in the eastern United States. CEC provides managed data transport services, custom networks, local and long distance voice services, and Internet access services to local and long-distance carriers, Fortune 1000 corporations, small and medium businesses, and Internet, cable, wireless, and video companies over its fiber optic network. It is authorized to provide domestic interstate services on

<sup>1</sup> 47 C.F.R. §§ 63.03, 63.04; *see* 47 U.S.C. § 214.

<sup>2</sup> Applicants are also filing applications for transfer of control associated with authorization for international services. Any action on this domestic 214 application is without prejudice to Commission action on other related, pending applications.

<sup>3</sup> 47 C.F.R. § 63.03(b)(2)(i).

a non-dominant basis in the following states: Connecticut, Delaware, Maine, Massachusetts, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, and Washington, D.C.<sup>4</sup> CEC is a subsidiary of Consolidated Edison Communications Holding Company, Inc. ("CEC Holding Company"), which is a wholly-owned subsidiary of Consolidated Edison, Inc ("CEI"), a publicly-traded New York corporation (NYSE: ED), and one of the largest investor-owned energy companies in the United States.

RCN, a publicly-traded Delaware corporation (NASDAQ: RCNI), is a facilities-based competitive provider of bundled phone, cable and high speed Internet services delivered over its own fiber-optic local network to consumers in the most densely populated markets in the U.S. RCN currently provides certified telecommunications services in Massachusetts, New York, Pennsylvania, Washington, D.C., Maryland, Virginia, Illinois, and California, through several subsidiaries. RCN and several of its affiliates are authorized to provide both domestic and international interexchange services, and an RCN affiliate (RCN Telecom Services, Inc.) holds an international Section 214 authorization to provide global facilities-based and global resale services. Following the close of the transaction, no entity will hold a 10% or greater interest in RCN.

Pursuant to a Stock Purchase Agreement ("Agreement") between CEI (indirect corporate parent of CEC) and RCN, RCN will purchase all of the outstanding shares of capital stock of CEC Holding Company (the indirect parent of CEC) for cash. CEC Holding Company will thereafter become a direct subsidiary of RCN.<sup>5</sup>

Applicants state that the proposed transaction will serve the public interest because it should strengthen the ability of CEC to compete and to offer enhanced telecommunications services. According to the Applicants, the proposed transaction is anticipated to enhance the ability of CEC to attract capital investment, and approval of the proposed transaction should increase competition by strengthening the financial and competitive position of CEC and allowing CEC to expand its operations, while continuing to provide high quality, innovative and competitively-priced service to its existing customers and to new subscribers. They further state that: no service interruptions are contemplated post-consummation; the transaction will not change the existing terms or conditions of the service now being provided by CEC; and the transaction will be transparent to the customers of CEC.

## **GENERAL INFORMATION**

The transfer of control identified herein has been found, upon initial review, to be acceptable for filing as a streamlined application. The Commission reserves the right to return

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<sup>4</sup> CEC also holds international Section 214 authorization to provide global facilities-based and global resale services.

<sup>5</sup> On or prior to consummation of the transactions contemplated by the Agreement, the name of CEC will be changed to RCN New York Communications, LLC and the name of CEC Holding Company will be changed to RCN New York Communications Holding Company, Inc.

any transfer of control application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies. Pursuant to sections 1.415 and 1.419 of the Commission's rules, 47 CFR §§ 1.415, 1.419, interested parties may file **comments on or before February 10, 2006 and reply comments on or before February 17, 2006.**<sup>6</sup> Unless otherwise notified by the Commission, Applicants are permitted to transfer the assets and related control on the 31<sup>st</sup> day after the date of this notice.<sup>7</sup> Comments may be filed using: (1) the Commission's Electronic Comment Filing System (ECFS), (2) the Federal Government's eRulemaking Portal, or (3) by filing paper copies. *See Electronic Filing of Documents in Rulemaking Proceedings*, 63 FR 24121 (1998).

- **Electronic Filers:** Comments may be filed electronically using the Internet by accessing the ECFS: <http://www.fcc.gov/cgb/ecfs/> or the Federal eRulemaking Portal: <http://www.regulations.gov>. Filers should follow the instructions provided on the website for submitting comments.
- **For ECFS filers,** if multiple docket or rulemaking numbers appear in the caption of this proceeding, filers must transmit one electronic copy of the comments for each docket or rulemaking number referenced in the caption. In completing the transmittal screen, filers should include their full name, U.S. Postal Service mailing address, and the applicable docket or rulemaking number. Parties may also submit an electronic comment by Internet e-mail. To get filing instructions, filers should send an e-mail to [ecfs@fcc.gov](mailto:ecfs@fcc.gov), and include the following words in the body of the message, "get form." A sample form and directions will be sent in response.
- **Paper Filers:** Parties who choose to file by paper must file an original and four copies of each filing. If more than one docket or rulemaking number appears in the caption of this proceeding, filers must submit two additional copies for each additional docket or rulemaking number.

Filings can be sent by hand or messenger delivery, by commercial overnight courier, or by first-class or overnight U.S. Postal Service mail (although we continue to experience delays in receiving U.S. Postal Service mail). All filings must be addressed to the Commission's Secretary, Office of the Secretary, Federal Communications Commission.

The Commission's contractor will receive hand-delivered or messenger-delivered paper filings for the Commission's Secretary at 236 Massachusetts Avenue, N.E., Suite 110, Washington, D.C. 20002. The filing hours at this location are 8:00 a.m. to 7:00 p.m. All hand deliveries must be held together with rubber bands or fasteners. Any envelopes must be disposed of before entering the building. Commercial overnight mail (other than U.S. Postal Service

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<sup>6</sup> See 47 C.F.R. § 63.03(a).

<sup>7</sup> Such authorization is conditioned upon receipt of any other necessary approvals from the Commission in connection with the proposed transaction.

Express Mail and Priority Mail) must be sent to 9300 East Hampton Drive, Capitol Heights, MD 20743. U.S. Postal Service first-class, Express, and Priority mail should be addressed to 445 12th Street, S.W., Washington D.C. 20554.

People with Disabilities: To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to [fcc504@fcc.gov](mailto:fcc504@fcc.gov) or call the Consumer & Governmental Affairs Bureau at 202-418-0530 (voice), 202-418-0432 (tty).

**You may submit comments, identified by the above noted docket number, by any of the following methods:**

- Federal eRulemaking Portal: <http://www.regulations.gov>. Follow the instructions for submitting comments.
- Federal Communications Commission's Web Site: <http://www.fcc.gov/cgb/ecfs/>. Follow the instructions for submitting comments.
- People with Disabilities: Contact the FCC to request reasonable accommodations (accessible format documents, sign language interpreters, CART, etc.) by e-mail: [FCC504@fcc.gov](mailto:FCC504@fcc.gov) or phone: 202-418-0530 or TTY: 202-418-0432.

**In addition, one copy of each pleading must be sent to each of the following:**

- (1) The Commission's duplicating contractor, Best Copy and Printing, Inc., 445 12th Street, S.W., Room CY-B402, Washington, D.C. 20554, [www.bcpiweb.com](http://www.bcpiweb.com); phone: (202) 488-5300 fax: (202) 488-5563;
- (2) Tracey Wilson-Parker, Competition Policy Division, Wireline Competition Bureau, 445 12th Street, S.W., Room 5-C212, Washington, D.C. 20554; email: [tracey.wilson-parker@fcc.gov](mailto:tracey.wilson-parker@fcc.gov);
- (3) Alex Johns, Competition Policy Division, Wireline Competition Bureau, 445 12th Street, S.W., Room 5-C317, Washington, D.C. 20554; e-mail: [alexis.johns@fcc.gov](mailto:alexis.johns@fcc.gov);
- (4) Susan O'Connell, Policy Division, International Bureau, 445 12th Street, S.W., Room 7-B544, Washington, D.C. 20554; email: [susan.o'connell@fcc.gov](mailto:susan.o'connell@fcc.gov); and
- (5) James Bird, Office of General Counsel, 445 12th Street, S.W., Room 8-C824, Washington, D.C. 20554; e-mail: [james.bird@fcc.gov](mailto:james.bird@fcc.gov).

Filings and comments are also available for public inspection and copying during regular business hours at the FCC Reference Information Center, Portals II, 445 12th Street, S.W., Room CY-A257, Washington, D.C. 20554. They may also be purchased from the Commission's duplicating contractor, Best Copy and Printing, Inc., Portals II, 445 12th Street, S.W., Room CY-B402, Washington, D.C. 20554, telephone: (202) 488-5300, fax: (202) 488-5563, or via e-mail [www.bcpiweb.com](http://www.bcpiweb.com).

For further information, please contact Tracey Wilson-Parker at (202) 418-1394, or Alex Johns at (202) 418-1167.

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